

Below is the Order of the Court.




Marc Barreca
U.S. Bankruptcy Judge

(Dated as of Entered on Docket date above)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

In re

NATURAL MOLECULAR TESTING
CORPORATION,

Debtor.

Case No. 13-19298-MLB

ORDER AUTHORIZING SALE OF ROCHE
EQUIPMENT OUTSIDE THE ORDINARY
COURSE OF BUSINESS

THIS MATTER came before the Court upon the motion of Mark Calvert, the Chapter 11 Trustee (the "Trustee") to Approve Sale of Roche Equipment Outside of the Ordinary Course of Business (the "Motion"). The Court has reviewed the Motion, the files and records in this case, and has heard the argument of counsel on the record.

ORDER GRANTING TRUSTEE'S MOTION TO SELL
ROCHE EQUIPMENT OUTSIDE ORDINARY
COURSE – 1

115286-0001/LEGAL124808913.1

Perkins Coie LLP
1201 Third Avenue, Suite 4900
Seattle, WA 98101-3099
Phone: 206.359.8000
Fax: 206.359.9000

1 **NOW, THEREFORE, THE COURT HEREBY FINDS AS FOLLOWS:**

2
3 A. This Court has jurisdiction over the Motion pursuant to 28 U.S.C.
4
5 §§ 157 and 1334, and this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A),
6
7 (M) and (O). Venue in this district is proper under 28 U.S.C. §§ 1408 and 1409.

8
9 B. The statutory predicate for the relief requested in the Sale Motion are
10
11 Bankruptcy Code Section 363.

12
13 C. Proper, timely, adequate, and sufficient notice of the Motion have
14
15 been provided by the Trustee. No other or further notice of the Motion or of the entry of this
16
17 Order is necessary or shall be required. A reasonable opportunity to object or be heard
18
19 regarding the requested relief has been afforded to all interested persons and entities.

20
21 **Now, Therefore, it is Hereby ORDERED, ADJUDGED AND DECREED THAT:**

22
23 1. The relief requested in the Motion is GRANTED..

24
25 2. The Trustee is authorized to sell one MagNA Pure instrument to
26
27 Atossa Genetics, Inc. for \$50,000 payable in cash as soon as practicable after entry of this
28
29 Order.

30
31 3. The Trustee is authorized to sell the other MagNA Pure instrument to
32
33 MedTech National, Inc., or its assignee, which must have a minimum equity of \$1,000,000
34
35 (“MedTech”) in return for a promissory note (the “MedTech Note”) in the amount of
36
37 \$50,000, bearing interest at the rate of 6% per annum, payable in monthly installments of
38
39 \$1,500 each from May 1, 2015 through May 1, 2018 and one payment of \$242 due June 1,
40
41 2018. The MedTech Note shall be secured by a security agreement in favor of the Debtor
42
43 and its bankruptcy estate. The MagNA Pure purchased by MedTech shall be deemed part
44
45 of the “Acquired Assets” pursuant to the Asset Purchase Agreement between the Trustee
46
47 and MedTech.

ORDER GRANTING TRUSTEE’S MOTION TO SELL
ROCHE EQUIPMENT OUTSIDE ORDINARY
COURSE – 2

115286-0001/LEGAL124808913.1

Perkins Coie LLP
1201 Third Avenue, Suite 4900
Seattle, WA 98101-3099
Phone: 206.359.8000
Fax: 206.359.9000

1 4. The sales of the Roche Equipment pursuant to this Order shall be free
2 and clear of liens and encumbrances pursuant to Section 363(b) of the Bankruptcy Code.
3

4 All liens on the equipment sold shall attach to the proceeds of the sale in order of priority.
5

6 5. The Trustee may make distributions to (1) Landlord East Valley
7 Petula, LLC and East Valley PFG, and (2) post-petition lender Acamar Investments, Inc. on
8 account of their undisputed secured claims from the proceeds of the Roche Equipment
9 without further order of this Court. The remaining proceeds of the sales of the Roche
10 Equipment shall be deemed unencumbered funds of the Debtor's estate.
11

12 6. Any purchaser of the Roche Equipment is hereby granted and is
13 entitled to all of the protections provided to a good faith purchaser under section 363(m) of
14 the Bankruptcy Code. Pursuant to section 363(m) of the Bankruptcy Code, if any or all of
15 the provisions of this Order are hereafter reversed, modified or vacated by a subsequent
16 order of this Bankruptcy Court or any other court, such reversal, modification or vacatur
17 shall not affect the validity and enforceability of any sale, transfer or assignment under or
18 pursuant to the terms of this Order (unless stayed pending appeal), and notwithstanding any
19 reversal, modification or vacatur shall be governed in all respects by the original provisions
20 of this Order.
21

22 7. The Court makes no findings or order with respect to the assignability
23 of any licensed intellectual property used by the Debtor that requires the consent of the
24 licensor to assign, and the rights of any such licensor remain unaffected by this Order, with
25 the purchaser of the Roche Equipment bearing all risk that use of such assets may violate the
26 rights of any such licensor.
27

28 // END OF ORDER //

29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47

ORDER GRANTING TRUSTEE'S MOTION TO SELL
ROCHE EQUIPMENT OUTSIDE ORDINARY
COURSE – 3

115286-0001/LEGAL124808913.1

Perkins Coie LLP
1201 Third Avenue, Suite 4900
Seattle, WA 98101-3099
Phone: 206.359.8000
Fax: 206.359.9000

1 Presented by:

2
3 **PERKINS COIE LLP**

4
5
6 By: /s/ John S. Kaplan

7 John S. Kaplan, WSBA No. 23788

8 JKaplan@perkinscoie.com

9 1201 Third Avenue, Suite 4900

10 Seattle WA 98101-3099

11 Telephone: 206.359.8000

12 Facsimile: 206.359.9000

13
14 Attorneys for Trustee Mark Calvert

15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47

ORDER GRANTING TRUSTEE'S MOTION TO SELL
ROCHE EQUIPMENT OUTSIDE ORDINARY
COURSE – 4

115286-0001/LEGAL124808913.1

Perkins Coie LLP
1201 Third Avenue, Suite 4900
Seattle, WA 98101-3099
Phone: 206.359.8000
Fax: 206.359.9000